FORM D

MAY 2 1 2004

MAY 2 1 2004

PU

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

8	73/	4/	,	
	OM	B APPR	OVAL	
	OMB Nur	nber:	3235-0	07
	Expires:	i	May 31, 2	200
	Estimated	d averag	e burden	
	hours per	respons	se 10	5.00
	SEC	USE O	NLY)
	Prefix	1	Serial	1
	DA	TE RECEIV	ED	1
N	1			

Name of Offering (check if this is an amendment and name has changed, and indicate change.)	
Resource Real Estate Investors, L.P. (previously SR Real Estate Investors III, L.P.)	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6)	ULOE
Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	04029850
Resource Real Estate Investors, L.P. (previously S R Real Estate Investors III, L.P.)	U7U2903U
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
1845 Walnut Street, 10th Floor, Philadelphia, PA 19103	(215) 546-5005
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
(same as above)	(same as above)
Brief Description of Business	
A limited partnership that intends to acquire primarily multi-family residential rental prope	rties or interests PROCESSED
therein.	THE OF THE CESTS
Type of Business Organization	
	lease specify): WAY 24 2004
business trust limited partnership, to be formed	
	THOMSON
Month Year	FINANCIAL
Actual or Estimated Date of Incorporation or Organization: 0 1	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State	
CN for Canada; FN for other foreign jurisdiction)	DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Since a determination of who is a promoter is a question of fact, the persons are listed on page 2 as promoters without admitting or denying such status.

		A, BASIC ID	ENTIFICATION DATA		
2. Enter the information rec	quested for the fol	lowing:			
Each promoter of the Each	ne issuer, if the iss	suer has been organized v	within the past five years;		
 Each beneficial owr 	er having the pow	er to vote or dispose, or di	irect the vote or disposition	of, 10% or more of	f a class of equity securities of the issue
 Each executive offi 	cer and director of	f corporate issuers and of	f corporate general and ma	naging partners of	partnership issuers; and
Each general and m	anaging partner o	f partnership issuers.			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	■ General and/or
Resource Capital Partner	s, Inc., General	Partner			Managing Partner
Full Name (Last name first, if	individual)				
1845 Walnut Street, 10th	Floor, Philadel	phia, PA 19103			
Business or Residence Address	s (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	⋉ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Bloom, David E.					Wanaging Faither
Full Name (Last name first, if	individual)				
1845 Walnut Street, 10th			··	··· -	
Business or Residence Address	s (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	⋉ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Saltzman, Steven		·····			
Full Name (Last name first, if	findividual)				
1845 Walnut Street, 10th					
Business or Residence Address	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	▼ Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Patel, Darshan V.					
Full Name (Last name first, if		11' MA 10100			
1845 Walnut Street, 10th					
Business or Residence Address	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	▼ Promoter	Beneficial Owner	Executive Officer	Director	General and/or
Finkel, Kevin M.					Managing Partner
Full Name (Last name first, if	findividual)				
1845 Walnut Street, 10th					
Business or Residence Address	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first, if	f individual)				
Business or Residence Address	ss (Number and	Street, City, State, Zip C	ode)		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or Managing Partner
Full Name (Last name first, if	findividual)				
Business or Residence Address	ss (Number and	Street, City, State, Zip C	(ode)		
	(Use bla	nk sheet, or copy and use	additional copies of this s	sheet, as necessary	<u> </u>

	1940 1940 An		٠٠ (١٥ - ١٥ - ١٥ - ١٥ - ١٥ - ١٥ - ١٥ - ١٥	为外党	В. П	NFORMAT	ION ABOU	T OFFERI	ŊĠ		VØĐ,		
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												Yes	No
1.	Has the	133461 3010	i, or does th			Appendix				_		i.	
2.	What is	the minim	um investm									s 12,5	500.00
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	****				<i>p</i>	,					Yes	No
3.	Does th	e offering p	permit joint	ownershi	p of a sing	le unit?		•••••	••••••			X	Ö
4.			•		•			•		•	irectly, any		
											he offering. with a state		
										ciated pers	ons of such		
E			you may se			on for that	broker or		· ·				
ru.	ii Name (i	Last name	ursi, ii inui	viduai)									
			Address (N			-	(ip Code)						
_			0th Floor,	<u>_</u>	hia, PA 1	9103						· · · · · · · · · · · · · · · · · · ·	
Name of Associated Broker or Dealer Anthem Securities, Inc.													
	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
	(Check "All States" or check individual States)											☐ Al	I States
				[]			Carro.		- A		(=3f)	<u>M</u>	
													MA.
													PR
Fu	ll Name (ast name	first, if indi	vidual)			··			_			
				,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,									
			Address (N			ity, State, 2	Zip Code)						
			vy, Suite M		X 75206								
		Capital Co		1101									
			Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	" or check	individual	States)				***************************************			X Al	1 States
	AL	AK	ΑZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	IN	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	$\overline{\mathbf{W}}\mathbf{V}$	WI	WY	PR
Fu	ll Name (l	Last name	first, if indi	vidual)									
			Address (N			lity, State, I	Zip Code)						
	2361 Campus Dr. #210, Irvine, CA 92612 Name of Associated Broker or Dealer												
			s Corporati										
Sta	ates in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit l	Purchasers						
	(Check	"All States	" or check	individual	States)		••••••		•••••			☐ Al	l States
	ØC.	AK	€ Z	AR	CA	60	OT.	DE	DC	Z	GA	W	12
	12	DX.	X	KS	KY.	M	ME	MD	MA		MO	V S	MO
				TAKE		NM TOP	NY TEN	NC TVZ		€ A		OR NOW	
	M	32		TX	TX		V	W	WA	W	VI	WY	PR

					В. П	NFORMATI	ION ABOU	T OFFERI	NG				an hiji an karat Ngahi kasar din din d
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												Yes	No
1.	Has the	issuer sold	i, or does th							_	•••••	X	
						Appendix,							
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	my individ	ual?	•••••			\$ <u>12,5</u>	500.00
3.	Does the	e offering	permit joint	ownershi	p of a sing	le unit?	***************************************	***************************************	******************	***************************************		Yes	No
4.											irectly, any		
											he offering. with a state		
											ons of such		
	a brokei	or dealer,	you may so	t forth the	informati	on for that	broker or	dealer only	<i>'</i>				
Ful	l Name (l	Last name	first, if indi	vidual)		 							
	···			1 .	1.04								
			Address (N ., Fairfield,			ity, State, Z	ip Code)						
	Name of Associated Broker or Dealer												
Ca	Cambridge Investment Research, Inc.												
Sta	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
	(Check "All States" or check individual States)											🗶 Al	l States
	AT	GA	HI	[ID]									
	AL AK AZ AR CA CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN												MO
MT NE NV NH NJ NM NY NC ND OH OK												MS OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
											· · · · · · · · · · · · · · · · · · ·		
Ful	ll Name (l	Last name	first, if indi	vidual)									
Bu	siness or	Residence	Address (1	lumber an	d Street, C	ity, State,	Zip Code)						
			e. 1300, O		a Tower, I	Dallas, TX	75240	·					
-			oker or De										
			urities, Inc.		T 4 3 .	A = 0 = 11 = 14 :	D	 .		 			
Sta													
	(Cneck	"All States	or check	ingiviqual	States)	***************************************				***************************************	***************************************	∐ AI	1 States
	AL	AK	M	AR	SA	60	C	DE	DC	EL	GA.	HI	
	K	TX.	K	KS	XX	M	ME	MD	MA	M	MP	MS	MO
	M	NE	NV	NH	M	NAM	W	NC	VO	QA.	QK	OR	M
	RI	SC	SD	TX	X		VT	V	WA	WV	W	WY	PR
Fu	ll Name (Last name	first, if ind	vidual)	<u>-</u> -	· · · · · · · · · · · · · · · · · · ·							
Business or Residence Address (Number and Street, City, State, Zip Code) 1385 West State Rd. 434, Longwood, FL 32750													
Name of Associated Broker or Dealer													
E	mpire Fir	ancial Gro	oup, Inc.										
Sta	ites in Wh	nich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	s" or check	individual	States)				****************			🗷 Al	1 States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL IN IA KS KY LA ME MD MA MI MN											MN	MS	MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	$\overline{\mathbf{W}}$	WI	WY	

,					В. П	NFORMATI	ION ABOU	T OFFERI	NG		* 0.755		
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												Yes	No
1.	Has the	issuer soic	i, or does u			Appendix,				_	***************************************	X	
2.	What is	the minim	um investn									\$ 12,5	00.00
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	••••			54 4555	p	,				***************************************	Yes	No
3.	Does the	offering	permit join	t ownershi	p of a sing	le unit?	••••••		•••••			X	
4.	commiss If a person or states	sion or sim on to be lis , list the na	ilar remune ted is an ass	ration for s sociated pe roker or de	olicitation rson or age aler. If mo	of purchase ent of a brok ore than five	ers in conne er or deale e (5) persor	ection with r registered as to be list	sales of sed with the S d are asso	curities in t SEC and/or	irectly, any he offering, with a state ons of such		
Full Name (Last name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code)													
8380 Melrose Ave., Ste. 202, Los Angeles, CA 90069													
Name of Associated Broker or Dealer Empire Securities Corporation													
Empire Securities Corporation States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
(Check "All States" or check individual States)											☐ Al	l States	
AL AK AZ AR AR CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN MT NE WW NH NJ NM NY NC ND OH OK RI SC SD TN TX WY VT VA WA WV WY												HI MS •R WY	ID NO PR
Ful	ll Name (I	ast name	first, if ind	ividual)									
			Address (I						·-····································			· = · · · · ·	
			oker or De										
			rvices, Inc.							_			
Sta			Listed Has										l States
			or check									A.	States
	AL MT RI	AK NE SE	M M SD	AR KS VA	KY KY W	CO MA MM W	ME ME VT		ND WA	MI OH WV	GA MM OK W	MS MS WY	MO PA PR
Ful	ll Name (I	ast name	first, if ind	ividual)									
			Address (1		•	City, State, 2	Zip Code)						
	11140 Rockville Pike-400, Rockville, MD 20852 Name of Associated Broker or Dealer												
Н	. Beck, In	c.											
Sta			Listed Ha									atrath 4.15	
	(Check	"All States	s" or check	ingividual	states)	***************************************	***************************************	***************	•••••		••••••••	≱ All	States
AL AK AZ AR CA CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND OH OK RI SC SD TN TX UT VT VA WA WV WI											MS OR WY	MO PA PR	

fb					B. I	NFORMAT	ION ABOU	T OFFERI	NG					11
	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											Yes	No	
1.	Has the	issuer soic	i, or does th							_	••••••	X		
•	11 <i>1</i> 1	41	!			Appendix		*				e 12 5	:00 00	
2.	wnat is	the minim	ium investn	ient that w	ill be acce	pted from a	iny individ	uai?	•••••			\$ 12,5		
3.	Does the	e offering	permit join	t ownershi	p of a sing	le unit?		***************************************	***************************************	••••••		Yes	No	
4.	commiss If a pers or states a broker	sion or sim on to be lis , list the na or dealer,	ilar remune sted is an ass ame of the b , you may s	ration for s sociated pe roker or de et forth the	solicitation erson or age ealer. If me	of purchase ent of a brok ore than five	ers in conne ter or deale e (5) person	ection with r registered as to be list	sales of seed with the Seed are asso	curities in t SEC and/or	irectly, any he offering. with a state ons of such			
Ful	ll Name (I	ast name	first, if ind	ividual)										
			Address (Nane, #415,				(ip Code)							
			oker or De		ics, CA 7									
Hagan Securities, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers														
Sta	tes in Wh	ich Persor	Listed Has	s Solicited	or Intends	to Solicit	Purchasers							
(Check "All States" or check individual States)												l States		
AL AK AR AR CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN MT NE W NH NJ NM NY NC ND OH OK RI SC SD TN TX VT VA WA WV WI Full Name (Last name first, if individual)											MN OK	HI MS OR WY	ID MO PA PR	
Ful	ll Name (l	ast name	first, if ind	ividual)					····			*		
			Address (1			=	Zip Code)		··· <u> </u>					_
			roker or De	aler							, #			
		apital Cor	-								_			
Sta			Listed Ha									REZPI A 1	1 States	
	(Check	All States	S OI CHECK	marvidua	i States)				*****************	******************	***************************************	AI.	l States	
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA	
Ful	ll Name (l	ast name	first, if ind	ividual)		 			 -,					_
	Business or Residence Address (Number and Street, City, State, Zip Code) One Granite Place, Concord, NH 03301-3258													
Na	me of Ass	ociated B	roker or De	aler	7238									_
			ties Corpor		Y 1-	6 - 1: - : . 1	<u> </u>							
Sta			n Listed Hass s" or check							*************	••••••	⊠ Al'	l States	
AL AK AZ AR CA CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND OH OK RI SC SD TN TX UT VT VA WA WV WI									HI MS OR WY	ID MO PA				

		v, 92 (-) 8			A D	EODMATI	ON ABOTE	TOFFEDI	NG TELES				
												Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?													
				Ansv	wer also in	Appendix,	Column 2	, if filing	under ULO	E.		_	_
2.	What is	the minim	um investm	ent that w	ill be acce	pted from a	ny individ	ual?		•••••		<u>\$ 12,5</u>	00.00
												Yes	No
3.			permit joint		_							X	
4.			ion request										
			ilar remune: ted is an ass										
	or states,	list the na	me of the b	roker or de	aler. If mo	re than five	(5) persor	is to be list	ed are asso				
= :			you may se		informati	on for that	broker or e	dealer only	/.				
Ful	li Name (L	ast name i	first, if indi	vidual)									
Bu	siness or F	Residence	Address (N	umber and	I Street, Ci	ty, State, Z	ip Code)						
			k Dr., Ste.			*	•						
Name of Associated Broker or Dealer J.W. Cole Financial, Inc.													
		 											
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)													
	(Check "All States" or check individual States)												1 States
	AL	AK	A Z	AR	⊘ A	60	CT	DE	DC	Z	(A)	HI	ID
	Z		ĪĀ	KS	KY		ME	MO	MA	M	MN	MS	MO
	MT	OK.	OR	M									
	RI	SC	SD	TN	X	UT	VT	W	VA	V	M	WY	PR
Ful	ll Name (L	ast name	first, if indi	ividual)									
=-		.	411		10	to Decre	71 (0.4.)						
			Address (N Rd., Suite			•	Lip Code)						
			oker or De		y, 1411 400							-	
	eonard &												
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers				-		
	(Check '	'All States	" or check	individual	States)				•••••	****************		☐ Al	l States
	AL	AK	M	AR	CA	60	C	DE	DC	EZ	GA	FN	
	K	DX.	M	KS	KX	M	ME	MD	MA	M	MM	MS	MO
	MT.	NE		NH		NM			ND	QA	OK	OR .	M
	M	S.C.	SD	TOX .	TX	UT	VT	W	WA	WV	M	WY	PK
Fu	ll Name (I	ast name	first, if indi	ividual)									
	Business or Residence Address (Number and Street, City, State, Zip Code)												
			Blvd., Little		80120								
	me of Ass ICL Finan		oker or De p, Inc.	aler									
Sta	ites in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit I	Purchasers						
	(Check '	'All States	" or check	individual	States)			••••••		••••••••		□ All	l States
	AL	AK		AR	P A	©	CT	DE	PC		GA	W	
	Z	DX.	K	K S	VY	M	ME	MO	MA	M	MX	MS	MO
	MT	NE		NH	NJ	NM		NC	ND	OA	OK	₽ R	
	RI	SC	3	TN	TX		V	W	WA	\overline{WV}	WI	WY	PR

$I_{ij} \tau^{2}$			ž. (2) (2)		B. n	NFORMAT	ION ABOU	T OFFERI	NG				
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?													No \Box
1.	Tras the	133401 3010	i, or does in			Appendix				_	••••••	X	Ш
2.	What is	the minim	um investm					_				\$ <u>12,5</u>	00.00
_												Yes	No
3. 4.		-	permit joint ion request		-							300	
	commis If a pers or states a broker	sion or sim on to be lis s, list the na r or dealer,	ilar remune ted is an ass ame of the b you may so	ration for s ociated pe roker or de et forth the	solicitation rson or age caler. If mo	of purchase int of a brok ore than five	ers in conne ter or deale e (5) persor	ection with r registered as to be list	sales of sec l with the S ed are asso	curities in t EC and/or	he offering. with a state		
Ful	ll Name (l	Last name	first, if indi	vidual)									
			Address (N . NE, Ceda				Cip Code)						
Na	Name of Associated Broker or Dealer Nations Financial Group, Inc.												
	Nations Financial Group, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
Sta	States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)												l States
	AL AK AZ AR CA CO CT DE DC FL GA												
AL AK AZ AR CA CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND OH OK RI SC SD TN TX UT VT VA WA WV WI Full Name (Last name first, if individual)													MO PA PR
Ful	ll Name (Last name	first, if indi	vidual)									
Bu	siness or	Residence	Address (N	lumber an	d Street, C	ity, State,	Zip Code)	· · · · - · · - · · · -					
_			s Hwy 5, #2 oker or Dea		stin, TX	78746							
	FP Secur		OKEI OI DEI	1101									
Sta			Listed Has										
	(Check	"All States	or check	individual	States)		***************************************	•••••		***************************************		X Al	1 States
	AL IL MT RI	IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PK
Fu	ll Name (Last name	first, if indi	vidual)									
Business or Residence Address (Number and Street, City, State, Zip Code) 66 Route 17, Paramus, NJ 07652													
Name of Associated Broker or Dealer													
		ities, L.L.(C. Listed Has	Solicited	or Intends	to Solicit	Durchasers						
514			s" or check									☐ Al	1 States
MT DE DE NM DE ND DE DE											HI MS •R WY	MO MO PR	

B. INFORMATION ABOUT OFFERING Yes N													
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												Yes	No
			,							-			
2.	What is	the minim	um investm	ent that w	ill be acce	oted from a	my individ	ual?	••••••			<u>\$ 12,5</u>	00.00
3.	Does the	offering	oermit joint	ownershi	n of a sing	le unit?						Yes	No
4.			ion request										
	If a perso or states	on to be lis , list the na	llar remune ted is an ass me of the b you may so	ociated pe roker or de	rson or age aler. If mo	nt of a brok re than five	er or deale (5) persor	r registered is to be list	l with the S ed are asso	EC and/or	with a state		
Ful	l Name (I	ast name	first, if indi	vidual)									
			Address (N , Denver, C			ty, State, Z	ip Code)	<u> </u>	.,		· · · · · · · · · · · · · · · · · · ·		
			oker or De										
Neidiger, Tucker, Bruner, Inc. States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											ØCIA1	1 States	
	AL AK AZ AR CA CO CT DE DC FL GA												ID
	AL AK AZ AR CA CO CT DE DC FL GA												
	MT NE NV NH NJ NM NY NC ND OH OK												
	RI	[SC]	SD	[TN]	[TX]	UT	VT	[VA]	WA	WV	WI	WY	
Ful	ll Name (I	ast name	first, if indi	ividual)									
			Address (1			ity, State, 2	Zip Code)				-		
			outh, Birm		L 35223								
Pr	oequities	, Inc.											
Sta			Listed Has									ET 41	1 04-4
	(Check	"All States	or check	ingividuai	States)	••••					••••••	X Ai	l States
	AL IL	AK IN	[AZ]	AR KS	CA KY	CO LA	CT ME	DE MD	DC MA	FL MI	GA MN	HI MS	ID MO
	MT	NE	NV	NH	NJ	NM	NY	NC	ND	OH	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Fu	ll Name (l	Last name	first, if ind	ividual)									
Business or Residence Address (Number and Street, City, State, Zip Code) One Valmont Plaza, 4th Floor, Omaha, NE 68154-5203													
Na	me of Ass		oker or De										
			Listed Has	s Solicited	or Intends	to Solicit	Purchasers			·			
	(Check	"All States	" or check	individual	States)			,		•••••		🔀 Al	l States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	[ID]
IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND OH OK												MS	MO
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	OR WY	PA PR

					B. D	NFORMATI	ON ABOU	T OFFERI	N Ģ			, 145, 3 <u>Y</u>	
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?												Yes	No
1.	mas the	133401 3010	, or coc s in			Appendix,				_	***************************************		لسا
2.	What is	the minim	um investn	nent that w	ill be acce	pted from a	ıny individ	ual?		***************************************		<u>\$_12,5</u>	00.00
•	5 45	CC t			& :	1 140						Yes	No
3. 4.		•			• -	le unit? the has bee					irectly, any	X	L
	If a pers or states a broker	sion or sim on to be lis , list the na or dealer,	ilar remune ted is an ass ame of the b you may s	ration for s sociated pe proker or de let forth the	solicitation rson or age caler. If mo	of purchase int of a brok	ers in conne er or deale e (5) persor	ection with r registered as to be list	sales of sec i with the S ed are asso	curities in t EC and/or	he offering. with a state ons of such		
Ful	l Name (I	Last name	first, if ind	ividual)									
			Address (Note: 200, A			ty, State, Z	ip Code)			<u>, ,,,, , , , , , , , , , , , , , , , ,</u>			
			oker or De	aler			<u>-</u>						
		pital Corp		s Solicited	or Intends	to Solicit I	Purchasers					 .	
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)											⊠ Al	1 States	
	(Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN]												
	IL IN IA KS KY LA ME MD MA MI MN												
MT NE NY NH NJ NM NY NC ND OH OK												OR WY	PA
	RI	[30]	נענ	[IN]	الكا		<u> </u>		WA	<u>w</u> v)		<u>W.I</u>	
Ful	l Name (l	Last name	first, if ind	ividual)									
						ity, State,							
			West, San		ter, Suite	150, Long	wood, FL	32779		. ,			
		ecurities, l		aici									
Sta	tes in Wh	ich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State:	s" or check	individual	States)	***************************************	******			••••		☐ Al	l States
	AL	AK	M	AR	CA	60	SA.	DE.	DC		(A)	HI	ID
	MT	NE	IA NV	NH	KY M	LA NM	ME WY	MZ MC	ND	M M	OK.	MS OR	MO PA
	RI	INE.	SD		TX.		VT		WA	WV	W.	WY	PR
Ful	l Name (l	Last name	first, if ind	ividual)		-							
Bu	siness or	Residence	Address (Number an	d Street, C	ity, State, 2	Zip Code)						
35	3500 Parkway Lane, Suite 220, Norcross, GA 30092												
	me of Ass iad Advi		roker or De	aler									
Sta	tes in Wh	ich Persor	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All State	s" or check	individual	States)	***************************************	***************************************				••••••	🔀 Al	1 States
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL IN IA KS KY LA ME MD MA MI MN MT NE NV NH NJ NM NY NC ND OH OK											MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PK.

B. INFORMATION ABOUT OFFERING												
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?											Yes	No
			Ans	wer also in	Appendix,	Column 2	, if filing t	ınder ULC	E.			
2. What i	s the minim	um investn	nent that w	ill be acce	pted from a	my individ	ual?				\$ <u>12,5</u>	00.00
3. Does to	he offering	permit join	t ownershi	p of a sing	le unit?						Yes	No
	he informat ssion or sim											
If a per	son to be lises, list the na	ted is an ass	sociated pe	rson or age	nt of a brok	er or deale	r registered	l with the S	SEC and/or	with a state		
	er or dealer,			informati	on for that	broker or	dealer only	' .				
Full Name	(Last name	first, if ind	ividual)									
Business or	Residence	Address (N	lumber and	Street, Ci	ty, State, Z	ip Code)						`
	10th Street			, KS 6621	0-9651							
Name of As VSR Fina	ssociated Br ncial Servic		aler									
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers												
(Check "All States" or check individual States)											🗶 Al	1 States
(Check "All States" or check individual States) AL AK AZ AR CA CO CT DE DC FL GA IL IN IA KS KY LA ME MD MA MI MN												ĪD
IL IN IA KS KY LA ME MD MA MI MN												MO
MT NE NV NH NJ NM NY NC ND OH OK RI SC SD TN TX UT VT VA WA WV WI												PA
[KI]	(SC)	المق	III		(01)	(VI)	(VA)	WA	(W V)	WI	WY	
Full Name	(Last name	first, if ind	ividual)									
	r Residence			d Street, C	ity, State, 2	Zip Code)						
	et Street, St			· •						· · · · · · · · · · · · · · · · · · ·		
	reet Securit		aici									
States in W	hich Person	Listed Ha	s Solicited	or Intends	to Solicit	Purchasers						
(Check	"All State:	s" or check	individual	States)	•••••	*******	***************************************	•••••			Al	l States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL)	[IN]	IA	KS	KY	LA	ME	MD	MA	MI	MN	MS	MO
MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA PK
Full Name												
Business or Residence Address (Number and Street, City, State, Zip Code) 95 Allens Creek Rd., Bldg. 1-Suite 301, Rochester, NY 14618												
Name of A	ssociated Br											
	hich Person			or Intends	to Solicit	Purchasers		· ·		<u> </u>		
(Checl	c "All State:	s" or check	individual	States)		••••••	•••••		***************************************		K Al	l States
AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
IL IN IA KS KY LA ME MD MA MI MN											MS	MO
MT RI	NE SC	NV SD	NH TN	NJ TX	NM UT	NY VT	NC VA	ND WA	OH WV	OK WI	OR WY	PA

B. INFORMATION ABOUT OFFERING.														
										Yes	No			
1.	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.								X					
2.										§ 12,500.00				
	. What is the minimum investment that will be accepted from any murvidual?											Yes	No	
3.	Does the offering permit joint ownership of a single unit?										X			
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.														
Full Name (Last name first, if individual)														
Business or Residence Address (Number and Street, City, State, Zip Code) 733 Third Avenue, New York, NY 10017 Name of Associated Broker or Dealer Royal Alliance Associates, Inc.														
Sta			Listed Has											
	(Check	'All States	" or check	individual	States)	•••••		,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	••••••	•••••		X All States		
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	MO PA	
Full Name (Last name first, if individual)														
	Business or Residence Address (Number and Street, City, State, Zip Code) 1740 Broadway MD, M.D. 9-17, New York, NY 10019													
			oker or De		rk, NY IU		···							
M	ony Secu	rities Corp	oration											
Sta			Listed Has											
	(Check	'All States	" or check	individual	States)			•••••••	•••••	*************	•••••	X Al	l States	
	IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA	
Full Name (Last name first, if individual)														
Business or Residence Address (Number and Street, City, State, Zip Code) 222 Mamaroneck Ave., White Plains, NY 10605-1316														
Name of Associated Broker or Dealer														
Chester Harris & Company, Incorporated States in Which Person Listed Has Solicited or Intends to Solicit Purchasers														
(Check "All States" or check individual States)														
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME VT	DE MD NC VA	DC MA ND WA	FL MI •A	GA MN OK WI	HI MS OR WY	ID MO PA PR	

	43. j. j. j. j.				В. П	FORMAT	ION ABOU	T OFFERI	NG :					
1.	Has the	issuer sold	. or does th	e issuer in	itend to sel	II. to non-a	ccredited i	nvestors in	this offeri	ng?		Yes	No □	
••	1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Answer also in Appendix, Column 2, if filing under ULOE.								æ					
2.										\$ <u>12,500.00</u>				
_										Yes	No			
3.		٠.		•								X		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.														
Ful	Full Name (Last name first, if individual)													
Business or Residence Address (Number and Street, City, State, Zip Code) 393 Vanadium Road, Pittsburgh, PA 15243 Name of Associated Broker or Dealer										<u> </u>				
	yan Fund		okei oi Dea	iici										
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers				100 2			
	(Check	"All States"	" or check	individual	States)		••••••	•••••				All States		
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS MI TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	MA ND WA	FL MI OH WV	GA MAN OK WI	HI MS OR WY	ID MO PA PR	
Full Name (Last name first, if individual)														
Business or Residence Address (Number and Street, City, State, Zip Code)														
Nar	me of Ass	sociated Br	oker or Dea	aler		<u> </u>		,						
Sta	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers		· · · · · · · · · · · · · · · · · · ·					
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)										l States				
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR	
Full Name (Last name first, if individual)														
Business or Residence Address (Number and Street, City, State, Zip Code)														
Name of Associated Broker or Dealer														
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers														
(Check "All States" or check individual States)										States				
	AL IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	ID MO PA PR	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

t	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.										
•		Aggregate Offering Price			Amount Already Sold						
	Debt\$		0.00	\$		0.00					
	Equity\$			\$							
	Common Preferred			•							
	Convertible Securities (including warrants)		0.00	\$		0.00					
	Partnership Interests\$	25,000,0	00.00	\$		0.00					
	Other (Specify)\$			-							
	Total	25,000,0	00.00	\$		0.00					
	Answer also in Appendix, Column 3, if filing under ULOE.										
1	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				•						
		Number Investor			Dolla	gregate : Amount irchases					
	Accredited Investors	0		5	S	0.00					
	Non-accredited Investors	0		:	S	0.00					
	Total (for filings under Rule 504 only)										
	Answer also in Appendix, Column 4, if filing under ULOE.										
:	if this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.	Type of	r		Dolla	r Amount					
	Type of Offering	Security				old					
	Rule 505			:	S						
	Regulation A										
	Rule 504										
	Tota]			4							
	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		•	4	***************************************						
	Transfer Agent's Fees	•••••		\$							
			X	\$		30,000.00					
	Printing and Engraving Costs			\$		50,000.00					
	Printing and Engraving Costs Legal Fees		X								
			X	\$		50,000.00					
	Legal Fees		X	٠.		50,000.00					
	Legal Fees Accounting Fees Engineering Fees		X	\$ \$ \$							
	Legal Fees Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately)			\$	2,5	00,000.00					
	Legal Fees Accounting Fees Engineering Fees		X	\$	2,5 7						

7	C: OFFERING PRICE: NUM	BER OF INVESTORS, EXPENSES AND USE OF I	PROCEEDS	
	b. Enter the difference between the aggregate offer and total expenses furnished in response to Part C—proceeds to the issuer." See footnote to Part C, Question	ing price given in response to Part C — Question 1 Question 4.a. This difference is the "adjusted gross n 4.a.		\$ <u>22,500,000.00</u>
5.	Indicate below the amount of the adjusted gross pro each of the purposes shown. If the amount for an check the box to the left of the estimate. The total of proceeds to the issuer set forth in response to Part	y purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross		
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees		\$ 924,375.00	<u></u> \$
	Purchase of real estate			\$ 20,700,671.00
	Purchase, rental or leasing and installation of mac and equipment	\$		
	Construction or leasing of plant buildings and fac	ilities	 \$	_ \$
	Acquisition of other businesses (including the val offering that may be used in exchange for the asse issuer pursuant to a merger)	□\$	□ \$	
	Repayment of indebtedness	_		
	Working capital	— <u>—</u>		
	Other (specify): Reimbursement for Question 4a ex	xpenses other than Sales Commissions	\$ 750,000.00	\$
	Column Totals		\$ <u>1,799,329.00</u>	★ \$ 20,700,671.00
	Total Payments Listed (column totals added)		X \$ 22,	500,000.00
		D. FEDERAL SIGNATURE		
sigi	issuer has duly caused this notice to be signed by the ature constitutes an undertaking by the issuer to fur information furnished by the issuer to any non-acc	nish to the U.S. Securities and Exchange Commis	ssion, upon writter	e 505, the following a request of its staff,
Issu	er (Print or Type)	Signature	Date	
Res	ource Real Estate Investors, L.P.	21001	May	11,2004
Nai	ne of Signer (Print or Type)	Title of Signer (Print or Type)		
Da	rshan V. Patel	Chief Legal Officer & Secretary of Resource Capi	tal Partners, Inc., th	ne General Partner

- ATTENTION ----

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)